

**BYLAWS OF THE
ANTITRUST, FRANCHISE AND TRADE REGULATION SECTION
OF THE VIRGINIA STATE BAR
(AMENDED AND RESTATED AS OF JUNE 14, 1991)**

ARTICLE I

Name and Purpose

Section 1. Name - The name of this Section shall be the Antitrust, Franchise and Trade Regulation Section of the Virginia State Bar.

Section 2. Purposes - The purposes of the Section are to sponsor projects and programs of special interest and relevance to the members of the Section and the Virginia State Bar in the field of antitrust and franchise law, and to further and promote public understanding of antitrust, franchise, and trade regulations.

ARTICLE II

Membership

Section 1. Categories - There shall be three categories of Section membership: Active, Associate, and Law Student. Only active members may vote or hold office.

Section 2. Eligibility - Any member of the Virginia State Bar shall be eligible for Active membership in the Section; any lawyer eligible to practice before the highest court of any state of the United States or the District of Columbia and not a member of the Virginia State Bar shall be eligible for Associate membership in the Section; and any law student not eligible for Active or Associate membership and enrolled in a law school in any state of the United States or the District of Columbia shall be eligible for Law Student membership in the Section. Upon request

to the Secretary, members of each category shall be enrolled and shall continue as members so long as they retain their eligibility as aforesaid and pay the annual dues specified in Section 3 of this Article.

Section 3. Dues - To further the work of the Section, each active member (except those employed by any federal, state or local governmental entity) shall pay to the Treasurer of the Virginia State Bar annual dues of up to \$35.00 as approved by the Board of Governors and the Council of the Virginia State Bar. Active members employed by any federal, state or local governmental entity may be assessed annual dues of up to \$20.00. Associate members may be assessed annual dues of up to \$15.00. Law Student members shall be assessed and pay annual dues of \$5.00.

Section 4. Meetings - The annual meeting of the Section shall be held during the annual meeting of the Virginia State Bar, in the same city or place, with such program and order of business as may be arranged by the Board of Governors. Special meetings of the Section may be called by the Chairman upon approval of a majority of the Board of Governors, at such time and place as the Board of Governors may determine. The Secretary shall give notice to the members of the time and place of all meetings. The Active members of the Section present at any meeting shall constitute a quorum for the transaction of business, and all binding actions of the Section shall be by a majority vote of the Active members present.

ARTICLE III

Board of Governors

Section I. Number and Eligibility - There shall be a Board of Governors of the Section, which shall consist of eight (8) Active members and up to nine (9) ex-officio, non-voting members to be nominated and elected as hereinafter provided.

Section 1.a. Active Members - At the first meeting of the Section following the adoption of these bylaws by the Board of Governors and by the Council of the Virginia State Bar upon recommendation of the Executive Committee thereof, two members of the Board of Governors shall be nominated and elected to serve as Chairman and Vice-Chairman. Persons so elected shall have seats on Board for as long as they hold office. The remaining six seats on the Board shall be filled upon expiration of the current four year terms. Thereafter, members of the Board of Governors shall be nominated and elected at its annual meeting of the Section, for a term of three years, beginning July 1 following the annual meeting at which they had been elected and ending June 30, three years later.

Section 1.b. Ex-officio Members - In addition to the eight (8) Active members elected and nominated as provided in Section 1.a., there shall be up to nine (9) ex-officio, non-voting members of the Board of Governors to be elected as hereinafter provided:

Section 1.b.1 Immediate Past Chairman - The immediate past chairman of the Antitrust Law Section shall serve on the Board of Governors for a three year term beginning upon the termination of his or her chairmanship.

Section 1.b.2. Virginia Attorney General - Whoever holds the position of Attorney General of Virginia shall automatically be appointed to the Board of Governors for a term concurrent with his or her tenure as Attorney General. The Attorney General may designate a representative to participate in the work of the Section.

Section 1.b.3. Antitrust Law Professors - A member of the faculty who teaches and is involved with antitrust law from each of the five accredited law schools in Virginia may be appointed to the Board of Governors by the Dean of his or her respective law school for a one year term beginning July 1 after the annual meeting and ending June 30 after the next annual meeting.

Although the nine (9) ex-officio members of the Board of Governors shall not be eligible to vote on matters presented to the Board of Governors, they shall be invited and encouraged to participate in the meetings and other functions of the Board of Governors.

Section 2. Term - At the meeting of the Section, following the adoption of these bylaws by the Board of Governors and by the Council of the Virginia State Bar upon recommendation of the Executive Committee thereof, two members of the Board of Governors shall be nominated and elected to serve as Chairman and Vice-Chairman. Persons so elected shall have seats on the Board for as long as they hold office. The remaining six seats on the Board shall be filled upon expiration of the current terms. Thereafter, upon the expiration of each of these terms, members of the Board of Governors shall be nominated and elected at each annual meeting of the Section, for terms of three years, beginning July 1 following the annual meeting at which they have been elected and ending June 30, three years later.

Section 3. Nomination - Not less than sixty days before the annual meeting, the Chairman shall appoint a nominating committee of at least five Active members, not more than two of whom may be members of the Board of Governors. The nominating committee shall meet at the place of the annual meeting at a time designated by the Chairman of the Section and shall make and report to the Section nominations for any offices held by Active members whose terms expire on the 30th day of June following the annual meeting, or for any offices which are then vacant. Three members of the nominating committee shall constitute a quorum and if less than a quorum is present, the Chairman of the Section shall appoint new members sufficient to constitute a quorum. Other nominations may be made from the floor of the Section meeting by Active members. No person shall be eligible for election to the Board of Governors after completing a full term until he or she shall have been off the Board for a full year.

Section 4. Election - All elections shall be by voice vote unless otherwise ordered by resolution duly adopted by this Section at the annual meeting at which the election is held.

Section 5. Duties and Powers - The Board of Governors shall have general supervision and control of the affairs of the Section, subject to the provisions of the Rules for Integration of the Virginia State Bar and the bylaws of the latter. It shall especially authorize all commitments or contracts which shall entail the payment of money and shall authorize the expenditures of all monies appropriated for the use or the benefit of this section. It shall not authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year.

Section 6. Meetings - Regular meetings of the Board of Governors of this Section shall be held upon the call of the Chairman at least twice in each fiscal year of this Section, exact time and place of the meeting to be designated by the Chairman and the Secretary to give notice to each member of the Board. Special meetings of the Board of Governors shall be held at the request of the majority of the Board of Governors or at the call of the Chairman, and the Secretary shall give notice to the members of the Board. A majority of the Board shall constitute a quorum, and all binding actions of the Board shall be by majority vote. Absent members may communicate their vote in writing by telephone, or by telegram to the Secretary or Chairman and have it counted with the same effect as if it was cast personally.

Section 7. Vacancies - The Board of Governors, during the interim between annual meetings of the Section, may fill vacancies in its membership. Members of the Board of Governors and officers so selected shall serve until the next succeeding June 30 or until their successors have been elected and qualified.

Section 8. Committees - The Board of Governors may designate committees and appoint the membership from Section members, to perform such duties and exercise such powers as the Board of governors shall direct, subject to the limitations of these bylaws and the bylaws of the Virginia State Bar.

ARTICLE IV

Officers

Section 1. Officers - The officers of this Section shall be a Chairman, Vice-Chairman, and Secretary, who shall be elected by the Active Members at each annual meeting of the Section, to hold office for a term beginning July 1 of each year and ending on June 30 of the next succeeding year, or until their successors have been elected and qualified.

Section 2. Chairman - The Chairman shall preside at all meetings of the Section and of the Board of Governors. He/she shall formulate and present at each annual meeting of the Virginia State Bar a report of the work of the Section for the immediate past year. He/she shall perform such other duties and acts as usually pertain to his office (as amended October 1978).

Section 3. Vice-Chairman - Upon the death, resignation, or during the absence or disability of the Chairman, or upon his/her refusal to act, the Vice-Chairman shall perform the duties of the Chairman for the remainder of the Chairman's term except in the case of the Chairman's disability, in which event he/she shall perform the duties of the Chairman only so long as the disability continues.

Section 4. Secretary - The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. He/she shall give notice of all meetings of the Section and of the Board of Governors and keep a true record of the proceedings thereof. With the Chairman, he/she shall prepare a summary or digest of the proceedings of the Section at its annual meeting for publication in the Annual Report of the Virginia State Bar, after approval by the Executive Committee or the Council of the Virginia State Bar, or a committee designated by either. In conjunction with the Chairman and as authorized by the Board of Governors, he/she shall attend generally to the business of the Section.

Section 5. Vacancies - The Board of Governors shall fill any vacancy that may occur in the office of Chairman, Vice-Chairman, or Secretary.

ARTICLE V

Miscellaneous

Section 1. Fiscal Year - The fiscal year of the Section shall be the same as that of the Virginia State Bar.

Section 2. Expenses - All expenses incurred by this Section, before being forwarded to the Treasurer of the Virginia State Bar for payment, shall be approved by the Chairman or the vice-Chairman, or, if the Board of Governors shall so direct, by both of them.

Section 3. Compensation - No salary or compensation shall be paid to any officer or member of the Board of Governors.

Section 4. Action of Section - Before any action of this Section becomes the action of the Virginia State Bar, it must be approved by the Council of the Virginia State Bar. Any resolution adopted or action taken by this Section may, on request of the Section, be reported by the Chairman of the Section to any meeting of the Council of the Virginia State Bar for the Bar's action thereon.

Section 5. Printing - All printing for the Section or for the Board of Governors or by committees of this Section shall be done under the supervision of the headquarters office of the Virginia State Bar.

ARTICLE VI

Procedure

Section 1. Except as otherwise provided in these bylaws, Robert's Rules of Order shall govern the procedure at meetings of this Section and its Board of Governors.

ARTICLE VII

Effectiveness and Amendment of Bylaws

Section 1. Amendment - These amended bylaws may be amended at any annual meeting of the Section by a vote of a majority of the Active members of the Section present and voting, provided such amendment shall first have been approved by a majority of the Board of Governors and provided, further, that no amendment so adopted shall become effective until approved by the Council upon recommendation of the Executive Committee of the Virginia State Bar.